

Hendrickson and Elizabeth Dunn. As a result of their acquisition of the capital stock of Tiger, Leonard May, Garrin Bott, Kip Wilson, Jeremy Smith, Scott Hendrickson and Elizabeth Dunn will obtain control of New Florence and its blanket domestic Section 214 authorization.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferors:

Robert D. Williams
101 North Main Street (P.O. Box 175)
New Florence, Missouri 63363
Telephone: (573) 835-2997
Facsimile: (573) 835-2329

LEC, LLC
811 Westchester Avenue
Peculiar, Missouri 64701
Telephone: (816) 380-3624
Facsimile: (816) 380-5367

Rebecca Malcolm
P.O. Box 1240
Lake Ozark, Missouri 65049
Telephone: (573) 835-2997
Facsimile: (573) 835-2329

Transferees:

Leonard May
P.O. Box 270
Rockland, Idaho 83271
Telephone: (208) 548-2345
Facsimile: (208) 548-9911

Garrin Bott
P.O. Box 270
Rockland, Idaho 83271
Telephone: (208) 548-2345
Facsimile: (208) 548-9911

Transferees (continued):

Kip Wilson
 P.O. Box 270
 Rockland, Idaho 83271
 Telephone: (208) 548-2345
 Facsimile: (208) 548-9911

Jeremy Smith
 P.O. Box 270
 Rockland, Idaho 83271
 Telephone: (208) 548-2345
 Facsimile: (208) 548-9911

Scott Hendrickson
 P.O. Box 270
 Rockland, Idaho 83271
 Telephone: (208) 548-2345
 Facsimile: (208) 548-9911

Elizabeth Dunn
 P.O. Box 270
 Rockland, Idaho 83271
 Telephone: (208) 548-2345
 Facsimile: (208) 548-9911

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

Tiger is a corporation organized under the laws of the State of Missouri.

New Florence is a corporation organized under the laws of the State of Missouri.

(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:**For Transferor:**

Robert D. Williams
 101 North Main Street (P.O. Box 175)
 New Florence, Missouri 63363
 Telephone: (573) 835-2997
 Facsimile: (573) 835-2329

With a copy to Counsel:

Gerard J. Duffy
 Blooston, Mordkofsky, Dickens, Duffy & Prendergast
 2120 L Street, N.W. (Suite 300)
 Washington, D.C. 20037
 Telephone: (202) 659-0830
 Facsimile: (202) 828-5568

For Transferees:

Garrin Bott
 P.O. Box 270
 Rockland, Idaho 83271
 Telephone: (208) 548-2345
 Facsimile: (208) 548-9911

With a copy to Counsel:

Gerard J. Duffy
 Blooston, Mordkofsky, Dickens, Duffy & Prendergast
 2120 L Street, N.W. (Suite 300)
 Washington, D.C. 20037
 Telephone: (202) 659-0830
 Facsimile: (202) 828-5568

- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (the nearest one percent):**

With the exception of LEC, LLC, the applicants are individuals.

Ownership of New Florence Prior to Transaction:

Prior to the proposed transaction, the name, address, citizenship and principal business of the sole entity that directly or indirectly owns at least ten (10) percent of the equity of New Florence is:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Tiger Telephone, Inc. 101 North Main Street New Florence, MO 63363	100%	MO Corp.	Telecommunications

Ownership of New Florence Prior to Transaction (continued):

Prior to the proposed transaction, the names, addresses, citizenship and principal businesses of the entities that own the equity of Tiger are:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Robert D. Williams. 101 North Main Street New Florence, MO 63363	33.3%	U.S.A..	Telecommunications
LEC, LLC. 811 Westchester Avenue Peculiar, MO 64701	33.3%	MD Limited Liability Company.	Telecommunications

No individual member of LEC, LLC owns a 30.0 percent or greater ownership interest in the equity of LEC, LLC, and therefore no individual member of LEC, LLC owns an indirect ownership interest of 10 percent or more in the equity of Tiger. The Manager of LEC, LLC is Terry Peck, a United States citizen. Mr. Peck can be contacted at 811 Westchester Avenue in Peculiar, Missouri 64701.

Rebecca Malcolm P.O. Box 1240 Lake Ozark, MO 65049	33.3%	U.S.A.	Telecommunications
--	-------	--------	--------------------

Ownership of New Florence After Transaction:

After completion of the proposed transaction, the name, address, citizenship and principal business of the sole entity that directly or indirectly owns at least ten (10) percent of the equity of New Florence is:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Tiger Telephone, Inc. 101 North Main Street New Florence, MO 63363	100%	MO Corp.	Telecommunications

After completion of the proposed transaction, the names, addresses, citizenship and principal businesses of the entities that will own the equity of New Florence are:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Leonard May P.O. Box 270 Rockland, Idaho 83271	36.5%	U.S.A.	Telecommunications

Ownership of New Florence After Transaction (continued):

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Garrin Bott P.O. Box 270 Rockland, Idaho 83271	36.5%	U.S.A.	Telecommunications
Kip Wilson P.O. Box 270 Rockland, Idaho 83271	10.0%	U.S.A.	Telecommunications
Jeremy Smith P.O. Box 270 Rockland, Idaho 83271	10.0%	U.S.A.	Telecommunications
Scott Hendrickson P.O. Box 270 Rockland, Idaho 83271	5.0%	U.S.A.	Telecommunications
Elizabeth Dunn P.O. Box 270 Rockland, Idaho 83271	2.0%	U.S.A.	Telecommunications

Leonard May and Elizabeth Dunn are father and daughter.

No other individuals or entities will directly or indirectly own ten (10) percent or more of the equity of Tiger or New Florence after completion of the proposed transaction.

(5) Certification pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Robert D. Williams, LEC, LLC, Rebecca Malcolm, Leonard May, Garrin Bott, Kip Wilson, Jeremy Smith, Scott Hendrickson and Elizabeth Dunn hereby certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction:

The proposed transaction consists of the sale of all of the capital stock of Tiger to Leonard May, Garrin Bott, Kip Wilson, Jeremy Smith, Scott Hendrickson and Elizabeth Dunn. It will take place in two steps, both of which will be completed at closing. First, LEC, LLC (current 33.3% ownership interest in Tiger) and Rebecca

Malcolm (current 33.3 percent ownership interest in Tiger) will sell all of their existing capital stock in Tiger to Robert D. Williams, who will temporarily own 100 percent of the capital stock of Tiger. Second, Mr. Williams will sell 100 percent of the capital stock of Tiger to Leonard May, Garrin Bott, Kip Wilson, Jeremy Smith, Scott Hendrickson and Elizabeth Dunn.

When the transaction is completed, Leonard May, Garrin Bott, Kip Wilson, Jeremy Smith, Scott Hendrickson and Elizabeth Dunn will own all of the capital stock of Tiger, and will thereby control Tiger and its corporate assets. These assets include the tangible and intangible assets of New Florence, including its blanket domestic Section 214 authorization. New Florence will continue to provide wireline local exchange service and exchange access within its New Florence, Missouri exchange.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

A map of the service area of New Florence is attached. The New Florence exchange is located in east central Missouri, which is a thousand miles or more to the east of the Idaho, Utah, Oregon and Washington service areas of the carriers and service providers presently owned by Transferors and their families. There is no overlap between the New Florence service area and the service area of any of the carriers and service providers presently owned by Transferors and their families.

Tiger Telephone, Inc.

Tiger is presently a holding company that owns all of the capital stock of New Florence. Tiger has no other subsidiaries or affiliates of any kind, including subsidiaries or affiliates that offer domestic telecommunications services.

New Florence Telephone Company

New Florence provides local exchange and exchange access to a single exchange (approximately 497 access lines) serving the area in and around the town of New Florence, Missouri. This community is located in Montgomery County in east central Missouri, approximately 85 miles northwest of St. Louis.

New Florence offers a variety of calling features, including call forwarding, call waiting, caller ID, priority ring, speed dialing, three-way calling and toll control.

New Florence provides dial-up and digital subscriber line ("DSL") services for access to the Internet.

New Florence has no affiliates (other than Tiger) or subsidiaries of any kind, including no subsidiaries or affiliates that provide domestic telecommunications services.

Transferees

Leonard May and his wife Marilyn May own Direct Communications Rockland, Inc. ("DCRI"), while Leonard May, Garrin Bott, Kip Wilson, Jeremy Smith and Scott Hendrickson are DCRI's management employees. DCRI is an Idaho incumbent local exchange carrier that provides local exchange service and exchange access to approximately 1,400 access lines in Rockland, Arbon and the southern half of Bear Lake County in southeastern Idaho. DCRI's service area is located over a thousand miles to the northwest of the New Florence service area.

DCRI owns a controlling 51.0 percent interest in Direct Communications Cedar Valley, LLC ("DCCV"), which provides local exchange and exchange access service to a single exchange (approximately 2,800 access lines) serving Eagle Mountain City in north central Utah. Garrin Bott, Kip Wilson, Jeremy Smith and Scott Hendrickson are minority shareholders in DCCV. The DCCV service area is located approximately one thousand miles to the west of the New Florence service area.

Leonard May and Garrin Bott each own a separate forty-three percent (43.0%) stock interest in Oregon Telephone Corporation ("OTC"), which provides local exchange and exchange access services to five exchanges (approximately 1,800 access lines) in Grant, Baker and Malheur counties in eastern Oregon. The OTC service area is located over 1,350 miles to the northwest of the New Florence service area.

OTC owns 95.29 percent of the stock of North-State Telephone Company ("NSTC"), which provides local exchange and exchange access services to a single exchange (approximately 500 access lines) in Wasco County in north central Oregon. The NSTC service area is located over 1,400 miles to the northwest of the New Florence service area.

Leonard May, Marilyn May, Garrin Bott, Deborah Bott (wife of Garrin Bott), Kip Wilson, Suzanne Wilson (wife of Kip Wilson), Jeremy Smith, Pamela Smith (wife of Jeremy Smith), Scott Hendrickson and Catherine Hendrickson (wife of Scott Henderson) each presently hold a ten percent (10.0%) ownership interest in Direct Communications Star West ("DCSW"), a company that is engaged in the Internet service provider, cable television, long distance toll and call center businesses in southeastern Idaho. The DCSW service area is located over a thousand miles to the northwest of the New Florence service area.

Marilyn May, Deborah Bott, Suzanne Wilson, Pamela Smith and Catherine Hendrickson each owns a 20 percent stock interest in Beaver Creek Telephone Company dba Timberline Telecom ("BCTC"), a local exchange carrier that serves (or will serve) approximately 100 access lines in two exchanges (Silverton and Hobart) in western Washington state. The BCTC service area is located over 1,500 miles to the northwest of the New Florence service area.

Transferees Leonard May, Garrin Bott, Kip Wilson, Jeremy Smith, Scott Hendrickson and Elizabeth Dunn have no other affiliates or subsidiaries that provide domestic telecommunications services.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

This application fits within the presumptive streamlined category in Section 63.03(b)(2)(iii) of the Commission's Rules.

First, both before and after completion of the proposed transaction, Transferees Leonard May, Garrin Bott, Kip Wilson, Jeremy Smith, Scott Hendrickson and Elizabeth Dunn and their affiliated companies will have a market share of far less than 10 percent of the interstate, interexchange market.

Second, Transferees will be taking control of the existing telephone exchange and exchange access services provided by New Florence, and therefore will not be providing competitive telephone exchange services or exchange access services in geographic areas served by a dominant local exchange carrier that is a party to the transaction.

Third and finally, the DCRI, DCCV, OTC, NSTC and BCTC affiliates of Transferees and New Florence are incumbent independent local exchange carriers that have, in combination, far fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide and no overlapping service areas. DCRI (approximately 1,400 access lines), DCCV (approximately 2,800 access lines), OTC (approximately 1,800 access lines), NSTC (approximately 500 access lines) and BCTC (approximately 100 access lines), plus New Florence (approximately 497 access lines), serve an aggregate of approximately 7,097 access lines. These comprise a very small fraction of the 3,601,735 end-user switched access lines that constituted two percent of the nation's estimated 180,086,735 end-user switched access lines as of June 30, 2004. Source: Industry Analysis and Technology Division, Trends in Telephone Service, April 2005, Table 8.1.

(9) Identification of all other Commission applications related to the same transaction:

No pending Commission applications are related to the proposed transaction, and no additional future Commission applications are planned or expected to be submitted.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transaction comprises the transfer of control (via the sale of all of the stock of its parent company Tiger) of a small local exchange carrier that serves a single rural exchange in east central Missouri. The proposed new owners of Tiger and New Florence are experienced owners and managers of local exchange telephone companies and Internet access providers in rural Idaho, Utah, Oregon and Washington. The Transferees have an excellent and unblemished record of providing quality telecommunications services to their rural customers and service areas at affordable rates. Commission approval of the proposed transaction will serve the public interest by ensuring that the residents of the New Florence area will have access to quality and affordable wireline telecommunications services, and will have no adverse impact on competition in domestic telecommunications markets.

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of Tiger, New Florence and the domestic blanket Section 214 authorization of New Florence from Robert D. Williams; LEC, LLC; and Rebecca Malcolm to Leonard May, Garrin Bott, Kip Wilson, Jeremy Smith, Scott Hendrickson and Elizabeth Dunn.

Robert D. Williams, LEC, LLC, Rebecca Malcolm, Leonard May, Garrin Bott, Kip Wilson, Jeremy Smith, Scott Hendrickson and Elizabeth Dunn reiterate that they

certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

ROBERT D. WILLIAMS

By Robert D. Williams

Date 2/9/07

LEC, LLC

By _____

Title _____

Date _____

REBECCA MALCOLM

By _____

Date _____

LEONARD MAY

By _____

Date _____

GARRIN BOTT

By _____

Date _____

KIP WILSON

By _____

Date _____

JEREMY SMITH

By _____

Date _____

SCOTT HENDRICKSON

By _____

Date _____

ELIZABETH DUNN

By _____

Date _____

certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

ROBERT D. WILLIAMS

By _____

Date _____

LEC, LLC

By Timothy Peck

Title MANAGING MEM.

Date 2/20/07

REBECCA MALCOLM

By _____

Date _____

LEONARD MAY

By _____

Date _____

GARRIN BOTT

By _____

Date _____

KIP WILSON

By _____

Date _____

JEREMY SMITH

By _____

Date _____

SCOTT HENDRICKSON

By _____

Date _____

ELIZABETH DUNN

By _____

Date _____

certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

ROBERT D. WILLIAMS

By _____

Date _____

LEC, LLC

By _____

Title _____

Date _____

REBECCA MALCOLM

By Rebecca Malcolm

Date 2/10/07

LEONARD MAY

By _____

Date _____

GARRIN BOTT

By _____

Date _____

KIP WILSON

By _____

Date _____

JEREMY SMITH

By _____

Date _____

SCOTT HENDRICKSON

By _____

Date _____

ELIZABETH DUNN

By _____

Date _____

certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

ROBERT D. WILLIAMS

By _____

Date _____

LEC, LLC

By _____

Title _____

Date _____

REBECCA MALCOLM

By _____

Date _____

LEONARD MAY

By Leonard May

Date Feb 9, 2007

GARRIN BOTT

By Garrin Bott

Date Feb. 9, 2007

KIP WILSON

By Kip A. Wilson

Date 09 Feb '07

JEREMY SMITH

By Jeremy Smith

Date 2/9/07

SCOTT HENDRICKSON

By Scott Hendrickson

Date 2-9-07

ELIZABETH DUNN

By _____

Date _____

certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

ROBERT D. WILLIAMS

By _____

Date _____

LEC, LLC

By _____

Title _____

Date _____

REBECCA MALCOLM

By _____

Date _____

LEONARD MAY

By _____

Date _____

GARRIN BOTT

By _____

Date _____

KIP WILSON

By _____

Date _____

JEREMY SMITH

By _____

Date _____

SCOTT HENDRICKSON

By _____

Date _____

ELIZABETH DUNN

By Elizabeth Dunn

Date 2/9/07

FORM NO. 13

P.S.C.MO. No. 1

First

~~Original~~
Revised
Original
~~Revised~~

SHEET No. 4

Cancelling P.S.C.MO. No. 1

SHEET No. 4

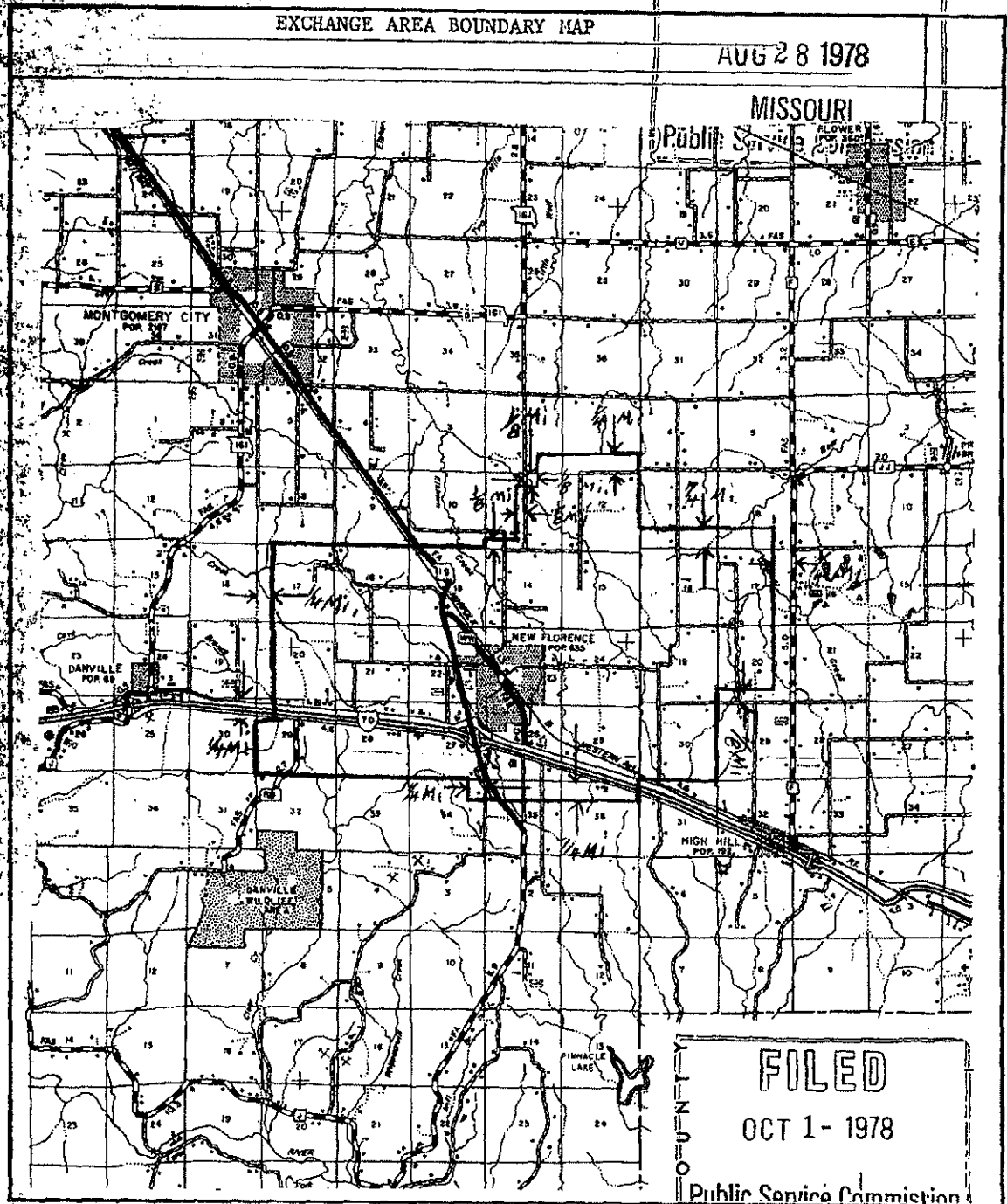
NEW FLORENCE TELEPHONE COMPANY
Name of Issuing Corporation

For New Florence, Missouri 63363

Community, Town, or City
Montgomery County

EXCHANGE AREA BOUNDARY MAP

AUG 28 1978



DATE OF ISSUE August 24, 1978
month day year

DATE EFFECTIVE October 1, 1978
month day year

ISSUED BY Davault Nunnelly
Davault Nunnelly name of officer

President New Florence, Missouri 63363
title address

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
		FOCUS USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Direct Communications Rockland, Inc.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 P.O. Box 269			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Rockland		(7) STATE ID	(8) ZIP CODE 83271
(9) DAYTIME TELEPHONE NUMBER (include area code) (208)548-2345		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004321790		(12) FOCUS USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME New Florence Telephone Company			
(14) STREET ADDRESS LINE NO. 1 P.O. Box 175			
(15) STREET ADDRESS LINE NO. 2 101 North Main Street			
(16) CITY New Florence		(17) STATE MO	(18) ZIP CODE 63363
(19) DAYTIME TELEPHONE NUMBER (include area code) (573)835-2997		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0004374047		(22) FOCUS USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FOCUS USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FOCUS USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)